

0100462020

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL  
URBAN A. LESTER

(202) 393-2266  
FAX (202) 393-2156

RECORDATION NO. 14911-B FILED 1425

December 21, 1994

DEC 22 1994 -11 40 AM

INTERSTATE COMMERCE COMMISSION

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) copies of a Release and Termination of Security Interest, dated as of December 20, 1994, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the ACF Industries Equipment Trust, Series Q, Equipment Trust Agreement dated as of February 27, 1986 which was duly filed with the Commission under Recordation Number 14911.

The name and address of the party to the enclosed document are:

Secured Party: Texas Commerce Bank, National Association  
(successor to MBank Dallas, N.A.)  
Texas Commerce Tower  
2200 Ross  
Dallas, Texas 75266

A description of the railroad equipment covered by the enclosed document is attached to the Release as Schedule I.

RECEIVED  
DEC 21 9 15 AM '94  
OFFICE OF THE  
SECRETARY  
INTERSTATE COMMERCE COMMISSION

*Counter parts*

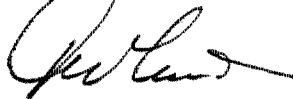
*Kind Bertman*

Mr. Vernon A. Williams  
December 21, 1994  
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'R. Alvord', written in a cursive style.

Robert W. Alvord

RWA/bg  
Enclosures

DEC 22 1994 -11 40 AM

RELEASE AND TERMINATION  
OF SECURITY INTEREST

INTERSTATE COMMERCE COMMISSION

WHEREAS, ACF Industries, Incorporated (the "Debtor") and MBank Dallas, National Association, a Texas national banking association ("MBank Dallas"), as Trustee, entered into a certain Equipment Trust Agreement dated as of February 27, 1986 (the "Agreement") pursuant to which the Debtor granted, pledged and assigned to MBank Dallas a security interest to all of its rights, title and interest in and to certain railroad cars, related leases and related lease proceeds, to secure certain loans made to Debtor under the Agreement with MBank Dallas, as Trustee;

WHEREAS, the Agreement was recorded with the Interstate Commerce Commission ("ICC") on February 27, 1986, Recordation No. 14911, and with the Registrar General of Canada (the "Registrar") on the same date;

WHEREAS, Debtor, MTrust Corp, N.A. and Deposit Insurance Bridge Bank, as successor to MBank Dallas executed the First Supplemental Agreement dated as of May 31, 1989 (the "Supplement No. 1"), a copy of which is attached hereto as Exhibit A, pursuant to which Deposit Insurance Bridge Bank resigned as Trustee, Paying Agent and Registrar under the Agreement and the Debtor appointed and designated MTrust Corp, N.A. as the Successor Trustee, Paying Agent and Registrar under the Agreement and MTrust Corp, N.A. accepted such appointment and designation.

WHEREAS, the Supplement No. 1 was recorded with the ICC on June 20, 1989, Recordation No. 14911-A and with the Registrar on the same date;

WHEREAS, MTrust Corp, N.A. filed a Certificate of Amendment to its Articles of Association on April 23, 1990, to effect a name change to "Ameritrust Texas National Association" and such change was recorded by the Comptroller of the Currency in the Southwestern District Office in Dallas, Texas (the "Comptroller of the Currency"). A copy of the letter dated March 1, 1990 from the Comptroller of the Currency confirming such name change is attached hereto as Exhibit B;

WHEREAS, Ameritrust Texas National Association filed a Certificate of Amendment to its Articles of

Association, to effect a name change to "Texas Commerce Trust Company, National Association" and such change was recorded by the Comptroller of the Currency. A copy of the letter dated September 22, 1993, from the Comptroller of the Currency confirming such name change is attached hereto as Exhibit C;

WHEREAS, Texas Commerce Trust Company, National Association filed an application to merge with and into Texas Commerce Bank National Association, with the resulting bank title of Texas Commerce Bank National Association, as Trustee under the Agreement (the "Secured Party") with the Comptroller of the Currency and such application was certified by the Comptroller of the Currency on December 31, 1993. a copy of such certification is attached hereto as Exhibit D;

WHEREAS, the Debtor has requested the Secured Party to release the security interest in all of the railcars and related leases subject to the lien created by the Agreement, and the Secured Party has agreed to such release;

NOW, THEREFORE, the Secured Party hereby agrees as follows:

The Secured Party hereby (i) sells, assigns and transfers to the Debtor and (ii) releases, and terminates its security interest in, and all its right, title and interest, in and to: (A) all of the Trust Equipment (as defined in the Agreement) including, without limitation, all of the standard gauge railroad equipment, listed on Schedule I to the Agreement, copies of which are attached hereto as Schedule 1 (collectively, the "Equipment"); (B) all right, title and interest of the Debtor in and to each and every present and future lease or any one or more unit of the Trust Equipment and all other contracts for use of any one or more units of the Trust Equipment, including, without limitation, all extensions, renewals, supplements and modifications of any of the foregoing (the "Leases"); and (C) all rents, moneys and proceeds payable to or receivable by the Debtor with respect to any Lease or other agreement existing as of the date hereof or entered into in the future with respect to any of the Trust Equipment (the "Lease Proceeds").

The above-referenced sale, assignment and transfer from the Secured Party to the Debtor is made without

representation or warranty of any kind or nature including, without limitation, any warranty of title, merchantability or fitness of the Trust Equipment for any particular purpose.

IN WITNESS WHEREOF, the undersigned has caused this Release and Termination of Security Interest to be duly executed this \_\_\_\_ day of December, 1994.

Texas Commerce Bank National Association

By: 

Name: John Jones

Title: Vice President

STATE OF TEXAS                    )  
  : ss.:  
COUNTY OF DALLAS            )

On this 20th day of December, 1994, before me personally came John Jones, to me known, who being to me duly sworn, did depose and say that he resides at Dallas County, Texas, that he is the Vice President of Texas Commerce Bank National Association, the national banking association described in and which executed the foregoing instrument; and that he signed his name thereto pursuant to resolutions of the board of directors of said association on December 20, 1994.

*Micki Hannan*  
Notary Public

Expiration Date:



SCHEDULE I

QUANTITY

AAR  
DESIGNATION

INITIALLED ACFX  
AND NUMBERED

992

C214

38320 - 38336  
38370 - 38388  
38404 - 38433  
38436  
38500 - 38761  
38776 - 38829  
38833  
38835 - 38949  
38957 - 39130  
39161 - 39242  
39343 - 39375  
39377 - 39378  
39381 - 39411  
39414 - 39428  
39430  
39433 - 39439  
39449 - 39472  
39480 - 39491  
39553  
39555 - 39564  
39566  
39618  
39633  
40301 - 40353  
40355 - 40392  
40394 - 40400  
38389 - 38403  
38434 - 38435  
38762 - 38775  
38950 - 38956  
39478  
51001 - 51010  
51012 - 51016  
51041 - 51072  
51074 - 51075  
51114 - 51115  
51117 - 51118  
51120 - 51132  
51148 - 51162  
59916 - 59923  
59928 - 59939  
59944 - 59965  
59967 - 59999  
38338 - 38347  
76690 - 76727  
76758 - 76760  
76806,

186

C614

51103

10  
42

C714  
T054

<u>QUANTITY</u>	<u>AAR DESIGNATION</u>	<u>INITIALLED ACFA AND NUMBERED</u>
5	T055	71096 - 71100
152	T104	71051 - 71065
		76681 - 76682
		76730 - 76757
		76761 - 76805
		76815 - 76819
		76897 - 76953
42	T103	71161
		76683 - 76689
		76807 - 76814
		76820 - 76826
		76977 - 76995
4	T160	71182
		71184 - 71186
70	T107	76827 - 76896
50	T108	71101 - 71130
		71162 - 71181
20	T564	77188 - 77197
		77246 - 77255
Covered Hopper Cars	1,198	
Tank Cars	<u>385</u>	
Total	1,583	



## MBANK DALLAS, N.A.

AMENDMENT TO  
ARTICLES OF ASSOCIATION

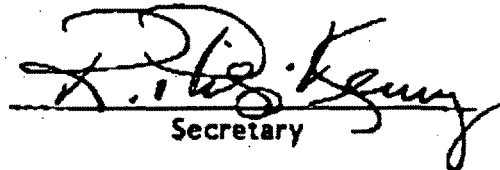
I, the undersigned, being duly constituted Secretary of MBank Dallas, N.A., formerly known as Mercantile National Bank at Dallas (the "Bank"), a banking association chartered under the laws of the United States, certify that at a special meeting of the shareholders of the Bank, duly called with notice waived as required by law and convened on the 10th day of October, 1984, the following resolution and amendment was duly adopted by the affirmative vote of owners of 100% of the outstanding stock of Mercantile National Bank at Dallas entitled to vote thereon.

RESOLVED, that the Articles of Association of the Bank be amended effective October 15, 1984 to read as follows:

"The name and title of this Association shall be  
MBank Dallas, National Association."

The foregoing resolution is currently in full force and effect and has not been revoked or rescinded as of the date hereof.

IN WITNESS WHEREOF, I have hereupon set the seal of this banking association this 8 day of May, 1987.

  
Secretary

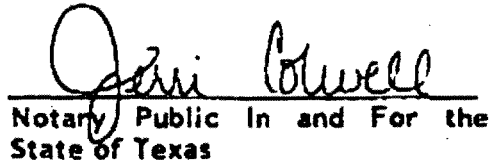
THE STATE OF TEXAS §

§

COUNTY OF DALLAS §

Before me, the undersigned authority, on this day personally appeared R. Philip Kenny, the Secretary of MBank Dallas, N.A., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said association.

Given under my hand and seal of office on this 8th day of May, 1987.

  
Notary Public In and For the  
State of Texas

My Commission Expires:

9-5-89

14711-A  
FILED

## FIRST SUPPLEMENTAL AGREEMENT

JUN 20 1989 - 11 15 AM

INTERSTATE COMMERCE COMMISSION

This First Supplemental Agreement, dated as of May 31, 1989 (the "Supplemental Agreement") is entered into by and among ACF Industries, Incorporated, a corporation organized and existing under the laws of the State of New Jersey (the "Company"), Deposit Insurance Bridge Bank, successor to MBank Dallas, National Association (the "Resigning Trustee"), and MTrust Corp, a Texas trust company (the "Successor Trustee") in order to supplement and amend that certain Equipment Trust Agreement dated February 27, 1986 among the Company and the Resigning Trustee, as amended to date (the "Agreement"). Terms used herein which are not separately defined are used as defined in the Agreement.

WHEREAS, the Resigning Trustee hereby indicates its desire to resign as Trustee and to have MTrust Corp, N.A., the Successor Trustee, succeed it in such capacity, and the Company is willing to accept the resignation of the Resigning Trustee and to appoint the Successor Trustee in its place pursuant to the terms of this Supplemental Agreement; and

WHEREAS, in accordance with Section 13.01 of the Agreement, the Resigning Trustee and the Company wish to amend certain provisions of the Agreement, which amendments do not materially adversely affect the interest of the holders of the Trust Certificates; and

WHEREAS, a Supplemental Agreement may be entered into pursuant to Section 13.01 of the Agreement, without the consent of the holders of the Trust Certificates, to make any change in the Agreement that does not materially adversely affect the interest of the holders of the Trust Certificates;

NOW, THEREFORE, for and in consideration of the mutual covenants contained herein, the parties hereto, for themselves and the benefit of the holders of the Trust Certificates, without preference, priority or distinction among them, agree as follows:

1. Resignation and Appointment of Successor Trustee, Paying Agent and Registrar. The Resigning Trustee hereby confirms its resignation as Trustee, Paying Agent and Registrar under the Agreement, as of the effective date of this Supplemental Agreement and the effectiveness of the appointment of the Successor Trustee as the Successor Trustee, Paying Agent and Registrar under the Agreement. The Company hereby appoints and designates the Successor Trustee as the Successor Trustee, Paying Agent and Registrar under the Agreement as of the effective date of this Supplemental Agreement. The Successor Trustee hereby accepts such appointment and agrees to act in such capacities.

2. Amendments to Permit Successor Trustee to Serve. If to the extent required under the Agreement in order to permit the Successor Trustee to serve and qualify as the Trustee, the Agreement is hereby amended as follows:

(a) Notwithstanding any provision in the Agreement to the contrary, the types of organizations permitted to serve as Trustee

under the Agreement shall be expanded to include any corporation incorporated under Chapter 388, Acts of the 55th Legislature, Regular Session, 1957 (Article 1513a, Vernon's Texas Civil Statutes), as amended; and

(b) Notwithstanding any provision in the Agreement to the contrary, provided that the trustee satisfies the minimum capitalization requirements set forth in Section 310(a) (2) of the Trust Indenture Act, the separate eligibility requirements set forth in the Agreement with respect to the capital and surplus of the Trustee shall be deemed to have been satisfied if MCorp, the parent corporation of the affiliated group of corporations (as defined in Section 1504 of the Internal Revenue Code of 1986) of which the Trustee is a member, has filed an undertaking, pursuant to the Texas Substitute Fiduciary Act of May 25, 1987, C.H. 207, 1987 Texas Laws, with the Banking Commissioner of the State of Texas evidencing its irrevocable undertaking to be fully responsible for the acts and omissions of the Trustee, and such parent company satisfies such capital and surplus requirements. A copy of such undertaking is attached hereto as Exhibit 1, and the Resigning Trustee and Successor Trustee hereby represent such undertaking inures to the benefit of and may be enforceable by the Company, any holder of Trust Certificates and any other party which may have a claim against the Successor Trustee by reason of existing and future fiduciary acts and omissions of the Successor Trustee.

3. Representation; Confirmation of Transfer. Subject to the provisions of Paragraph 2 above, the Successor Trustee hereby represents that it is qualified under the provisions of Section 9.07 of the Agreement and eligible under the provisions of Section 9.08 of the Agreement. The Resigning Trustee hereby transfers to the Successor Trustee all of its right, title and interest in and to all of the Trust Equipment, Leases and Lease proceeds.

4. Further Assurances. Upon request of any party to this Supplemental Agreement, the other parties to this Supplemental Agreement shall execute and deliver such further instruments and do such further acts as may reasonably be necessary or advisable to more effectually carry out the purposes of this Supplemental Agreement.

5. Notices. If required by the Agreement, notices of this Supplemental Agreement, and the appointment of the Successor Trustee shall be delivered to the holders of the Certificates.

6. Continuation. Except as supplemented hereby, the Agreement remains in full force and effect in accordance with its terms.

7. Counterparts. This Supplemental Agreement may be executed in one or more counterparts, each of which when so executed shall be deemed to be an original, but all such counterparts together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Supplemental Agreement to be effective as of May 31, 1989.

[ SEAL ]  
Attest:

ACF INDUSTRIES, INCORPORATED

[Signature]

By: [Signature]  
Title: Vice Chairman

DEPOSIT INSURANCE BRIDGE BANK SUCCESSOR  
TO MBANK DALLAS

Attest:

[Signature]

By: [Signature]  
Title: EXECUTIVE TRUST OFFICER

[ SEAL ]  
Attest:

MTRUST CORP, N.A.

[Signature]

By: [Signature]  
Title: VICE PRESIDENT

STATE OF NEW YORK §  
COUNTY OF NEW YORK §

Before me, the undersigned authority, on this day personally appeared ALFRED D. KINGSLY, Vice Chairman of ACF Industries, Incorporated, who being by me first duly sworn declared that he is the person who signed the foregoing document, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said corporation.

Given under my hand and seal of office on this the 15<sup>TH</sup> day of June, 1989.

[Signature]  
Notary Public, State of New York

My Commission Expires:

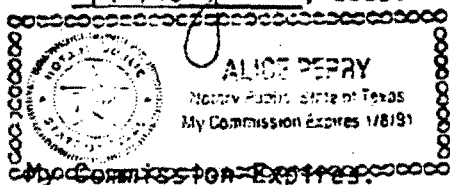
JULY 13, 1989

ELSA ALONSO  
Notary Public, State of New York  
N.Y.C. 4500600  
Commission Expires July 13, 1989

STATE OF TEXAS §  
COUNTY OF DALLAS §

Before me, the undersigned authority, on this day personally appeared Lonnie Diggs, Executive Trust Officer of Deposit Insurance Bridge Bank, who being by me first duly sworn declared that he is the person who signed the foregoing documents, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said national banking association.

Given under my hand and seal of office on this the 31st day of May, 1989.

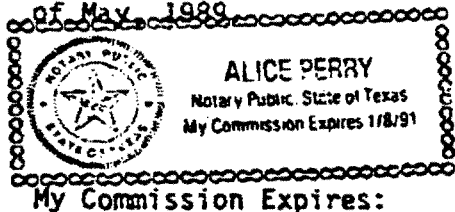


Alice Perry  
Notary Public, State of Texas

STATE OF TEXAS §  
COUNTY OF DALLAS §

Before me, the undersigned authority, on this day personally appeared Timothy J. Adryan, Vice President of MTrust Corp, N.A., who being by me first duly sworn declared that he is the person who signed the foregoing document, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said corporation.

Given under my hand and seal of office on this the 31st day of May, 1989.



Alice Perry  
Notary Public, State of Texas



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Comptroller of the Currency  
Administrator of National Banks

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Southwestern District Office  
500 North Akard, Suite 1800  
Dallas, TX 75201-3394

Certified #P 154 324 613  
Return Receipt Requested

March 1, 1990

Mr. Edward J. Tognetti, Secretary  
MTrust Corp, National Association  
1201 Elm Street  
Thirty-fourth Floor  
Dallas, TX 75270

RE: Name Change Control No. 90-SW-04-006

Dear Mr. Tognetti:

The Office of the Comptroller of the Currency has received your letter concerning the title change and the appropriate amendment to the articles of association. The Office has recorded that as of February 27, 1990 the title of MTrust Corp, National Association, charter number 21665, was changed to Ameritrust Texas National Association.

As a result of the Garn-St Germain Depository Institutions Act of 1982, this Office is no longer responsible for the approval of national bank name changes nor does it maintain official records on the use of alternate titles. The use of other titles or the retention of the rights to any previously used title is the responsibility of the bank's board of directors. Legal counsel should be consulted to determine whether or not the new title, or any previously used title, could be challenged by competing institutions under the provisions of federal or state law.

Sincerely,

Edward M. Graves  
Director for Analysis

EXHIBIT "C"

Comptroller of the Currency  
Administrator of National Banks

Southwestern District Office  
1600 Lincoln Plaza  
500 North Akard Street  
Dallas, Texas 75201-3394

September 22, 1993

Annette L. Tripp  
Texas Commerce Trust Company, N. A.  
3400 Texas Commerce Tower  
Houston, Texas 77002-3004

Re: Change in Corporate Title .  
Application Control No. 93-SW-04-012

Dear Ms. Tripp:

The Office of the Comptroller of the Currency (OCC) has received your letter concerning the title change and the appropriate amendment to the articles of association. The OCC has recorded that as of September 15, 1993, the title of Ameritrust Texas National Association, charter number 21665, was changed to Texas Commerce Trust Company, National Association.

As a result of the Garn-St Germain Depository Institutions Act of 1982, the OCC is no longer responsible for the approval of national bank name changes nor does it maintain official records on the use of alternate titles. The use of other titles or the retention of the rights to any previously used title is the responsibility of the bank's board of directors. Legal counsel should be consulted to determine whether or not the new title, or any previously used title, could be challenged by competing institutions under the provisions of federal or state law.

Should you have any questions concerning this matter, please contact Gladys Langston, at (214) 720-7052.

Sincerely,

*Edward M. Graves*

Edward M. Graves  
Director for Analysis

EXHIBIT "D"

Comptroller of the Currency  
Administrator of National Banks

Southwestern District Office  
1800 Lincoln Plaza  
800 North Akard  
Dallas, TX 75201-3394

December 21, 1993


Paul W. Bishop  
Liddell, Sapp, Zivley, Hill & LaBoon, L.L.P.  
3400 Texas Commerce Tower  
Houston, TX 77002

Re: Application to merge Texas Commerce Trust Company, N.A. with  
and into Texas Commerce Bank National Association  
Application Control #93-SW-02-071

Dear Mr. Bishop:

This letter is the official certification of the Office of the  
Comptroller of the Currency (OCC) to merge Texas Commerce Trust  
Company, N.A. with and into Texas Commerce Bank National  
Association, Houston, Texas, effective as of December 17, 1993.  
The resulting bank title is Texas Commerce Bank National  
Association and the charter number is 10225.

Sincerely,



Edward N. Graves  
Director for Compliance and Analysis

EXHIBIT "E"